

**BYLAWS AND RULES OF PROCEDURE FOR**  
**CITY OF ROME COMMISSION OF THE ARTS**  
**ADOPTED 08/24/2005**

Pursuant to City of Rome Common Council Ordinance No.7963, adopted on December 22, 2004, the Rome Commission of the Arts shall be governed in accordance with Rome Code of Ordinances, Chapter 2, Division 3 and these bylaws and rules of procedures.

**Article 1.**      **Name and Principal Office of Corporation**

a.        The name of this commission shall be the "Rome Commission of the Arts" (hereinafter as "Commission"). The principle offices shall be determined from time to time by the Board of Directors of the Commission.

**Article 2.**      **Purpose and Objectives.**

The purpose of the Commission shall be to develop, coordinate and promote the performing and visual arts, cultural affairs and historic aspects of the City of Rome and the region in order to: enhance the appearance and visual aspects of the downtown commercial corridors; improve the visual aesthetics of the entire City; improve the quality of life for residents in the City of Rome; and to improve and facilitate economic development within the City of Rome. To achieve those purposes, the Commission shall undertake the following efforts:

a, To advise the Mayor and the Common Council of the City of Rome as to the best ways to serve the public with regard to matters involving arts and cultural affairs;

b. To encourage and aid the appreciation, awareness and participation in the arts among all Rome residents;

c. To assist various City departments in promoting and achieving economic development through the use of arts and cultural affairs;

d. To encourage cooperation and coordination among individuals, organizations and institutions concerned with the arts and cultural affairs in the City of Rome and the region;

e. To facilitate the development of self-sustaining arts programs and to serve as a clearinghouse for information relating to the arts and cultural affairs in the City for interested persons or entities;

f. To develop, coordinate or promote, support or sponsor, either solely or in cooperation with other agencies, various programs or services that enhance the quality of life and visual aesthetic of the City of Rome and the region through art and culture; and

g. To assist in the creation of an “Entertainment, Arts, Cultural and Historic District” in the City of Rome to encourage and foster the location or relocation of residents and businesses within the district parameters.

**Article 3. Powers, Duties and Responsibilities.**

The Commission shall have any and all powers and shall undertake such duties and responsibilities as may be necessary to meet its purpose and objectives, as same are set forth at Rome Code, Chapter 2, Article 3 and herein. Said powers, duties and responsibilities shall include, but not be limited to:

a. develop, in cooperation with various City Departments or boards and other municipal or private agencies, a long-range master plan for the development of a successful and thriving arts and cultural affairs community within the City of Rome, hereinafter referred to as “Arts/Cultural Plan” or “Plan”. The Plan shall, among other things: identify specific corridors and public areas within the City of Rome as being prime arts and cultural affairs areas which, as such, will be focal point(s) for the Commission’s efforts. In identifying the areas that will be the focal point of the Commission’s efforts, the Plan shall identify the district(s) of the City that are to be identified as the “Arts, Cultural and Historic District(s)”, and efforts shall be made to encourage and foster the location or relocation of residents and businesses within the district(s) parameters. The Plan may request the Common Council to modify the Rome Code of Ordinances, Chapter 80 -- Zoning, to include the Arts, Cultural and Historic District, in order to set forth permitted uses and development standards within said district and the City of Rome Zoning Map to identify the location of said district(s) within the City.

Once said Plan is developed, the Commission shall be responsible to review and update the Plan every two (2) years; however, it may review and update the Plan in shorter intervals on an as needed basis;

b. Initiate, develop, coordinate, promote, sponsor, or support, alone or in cooperation with other public or private agencies, programs in the arts and cultural affairs. Further, the Commission shall work cooperatively with all City departments and other public or private entities to promote the arts and cultural affairs within the City and the region;

c. Pursuant to and consistent with Rome Code, §2-193 and these by-laws, allocate City funds to various not-for-profit agencies that are associated with the arts and cultural affairs within the City of Rome through a competitive and/or matching award application procedure;

d. Seek out and encourage contributions and grants from private and public sources for coordinated and enhanced arts and cultural programming and services;

- e. Make recommendations to the Mayor, or the Mayor's designee, regarding the artistic and aesthetic components of all municipal projects under consideration by the City within the Arts, Cultural and Historic District. The Commission may also serve as a resource for artistic components of private developments;
- f. Review and make recommendations to the Mayor, or the Mayor's designee, on acquisition, placements and maintenance of works of art for municipal display at public buildings and public spaces and for municipal purposes;
- g. Recognize, encourage and assist groups and organizations that may enrich the artistic and cultural aspects of the citizens of Rome to locate within the City of Rome and enhance the artistic and cultural aspects of the City of Rome and the region;
- h. Subject to Common Council approval, receive, on behalf of the City of Rome, New York, gifts, bequests or devises of personal or real property to carry out the objectives of this Article; and
- i. Advise and assist the Mayor and other City departments in connection with such other artistic and cultural activities as may be deemed appropriate, or as may be referred to the Commission by the Mayor, any City Department or staff, the Common Council or any other entity.

#### **Article 4. Commissioners.**

a. Board of Commissioners: There shall be a Board of Commissioners, which shall consist of seven (7) commissioners ("Commissioner" or "Commissioners"), all of whom shall be appointed by the Mayor, with said appointments subject to the approval of the Common Council. To be qualified to serve as Commissioners, such persons shall have sufficient expertise, education or experience in one or more of the following areas/fields: arts, cultural, historical, business, professional and/or financial. Commissioners shall serve on a voluntary basis and shall not receive compensation. The Board of Commissioners shall be charged with ensuring the Commission meets the aforementioned goals and objectives.

b. Term of Commission: (i) Initial Term: Persons appointed as Commissioners to the initial Commission (appointed in July 2005), shall commence their term on the date of appointment, hereinafter referred to as "Initial Term", and said Initial Term shall expire in the following manner:

a. the Initial Term of two (2) Commissioners, as designated upon appointment, shall expire on December 31, 2005;

b. the Initial Term of two (2) Commissioners, as designated upon appointment, shall expire on December 31, 2006; and

c. the Initial Term of three (3) Commissioners, as designated upon appointment, shall expire on December 31, 2007.

Upon expiration of each Commissioner's Initial Term, the position held shall be deemed vacant until the Mayor appoints a replacement Commissioner, subject to the approval of the Common Council, in accordance with these by-laws.

d. Renewal Terms: After the Initial Term, the term of any person appointed to a vacant position shall be three (3) years, which said term shall commence on January 1<sup>st</sup> of the year immediately subsequent to the date of expiration, regardless of the actual date of appointment, and shall expire on December 31<sup>st</sup> of the applicable third year, hereinafter said term is referred to as "Renewal Term". Upon the expiration of a Renewal Term, the Mayor shall appoint a Commissioner, subject to the approval of the Common Council, in accordance with these by-laws.

e. Term Limits: No Commissioner shall serve on the Commission for more than two (2) immediately successive terms, which, for purposes of this sub-section, "terms" shall include an Initial and Renewal Term or two (2) successive Renewal Terms, whichever is applicable. Upon serving two (2) successive terms, a Commissioner may be re-appointed to the Commission for a subsequent Renewal Term upon a one year term of not serving on the Commission.

f. Vacancy Before Expiration of Term: In the event any Commissioner position becomes vacant before the expiration date thereof for any reason, the Mayor shall appoint a replacement Commissioner ("Replacement Commissioner") to the applicable position, which said appointment shall be subject to the approval of the Common Council. Any Replacement Commissioner appointed shall serve the balance of the unexpired term.

g. Attendance: Three (3) consecutive, unexcused absences of any Commissioner from three consecutive regularly scheduled meetings of the Commission may, upon affirmative vote of the Commission, as set forth herein, result in said Commissioner being removed for cause and his/her position being deemed vacant. Said vacancy shall be filled in accordance with these by-laws.

h. Resignation: Any Commissioner may resign at any time by delivering written notice of such resignation to the Chair of the Commission. Said vacancy shall be filled in accordance with these by-laws.

i. Removal: A Commissioner may be removed or terminated for cause upon misconduct or a conflict interest upon a recommendation of the Commission to the Mayor, which said recommendation shall be confirmed by an affirmative vote of a super majority of all Commissioners appointed to the Commission and which shall include an explanation of the underlying reason for the recommendation of removal. Upon receipt of the recommendation, the Mayor in his discretion may remove the Commissioner and appoint a new person to the vacant position consistent with these by-laws.

**Article 5.      Executive Officers.**

a. At its first meeting subsequent to being created, and at each first meeting of the calendar year thereafter, the Commission shall elect a chair, vice-chair, secretary and treasurer, who shall hold office for one (1) year, which said year shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>. After the initial election of officers, the Chair from the previous year shall preside over the election of officers for the current year. No person may serve as an officer for more than for more than two (2) successive one-year terms.

b.            Duties of Officers:

(i) Chair: The Chair of the Commission shall be the Chief Executive Officer of the Commission. The Chair shall preside at all full commission meetings, shall sign all documents requiring an official signature on behalf of the Commission, including its annual report to the City of Rome Common Council. The Chair shall see to it that the transaction of all Commission business is in accord with any applicable law, these by-laws and the conflict of interest statement identified in Article 9. The Chair shall recommend and the Commission shall approve Chairs and Board Members to serve on the various standing and special committees of the Commission. No pronouncements made by the Chair as spokesperson or representative of the Commission shall obligate or commit the Commission except as provided by these by-laws or as otherwise specifically authorized by the Commission.

(ii) Vice-Chair: The Vice-Chair or Co-Chair shall act in the absence of the Chair to conduct meetings or otherwise perform such duties as may be delegated by the Chair of the Commission. The Vice-Chair shall act as Chair in the event the Chair resigns or is terminated.

(iii) Secretary: The Secretary of the Commission shall be responsible for taking minutes during Commission meetings. Committee Chairs shall be responsible for taking minutes during Committee meetings. All Commission records and minutes shall be kept at the office of the Commission and shall be open to inspection by the public at reasonable times.

(iv) Treasurer: The Treasurer shall be responsible for keeping all necessary financial records to ensure oversight of the Commission's financial position and to record allocations and/or expenditures made in order to satisfy all City of Rome Treasurer's Office procedures and/or Common Council ordinances applicable to Commission resources and assets.

**Article 5-A.    Staffing, Office Space and Supplies.**

The City of Rome Public Information and Services Department may, upon directive of the Mayor or request of the Commission, assist the Commission with various services and tasks. The City of Rome may, upon request of the Commission and approval of the Mayor, provide additional assistance through other departments. Subject to Board of Estimate & Contract and/or yearly budgetary approval, if necessary, the City of Rome shall provide, to the extent practicable, the Commission with adequate space and facilities and necessary supplies to facilitate the official business of the Commission.

## **Article 6. Committees.**

The Chair of the Commission with the approval of the Commission shall create such standing and special committees as may, from time to time, be deemed necessary. The Chair of the Commission may appoint no more than three (3) persons to each committee. These appointees may include non-voting community members who are not Commission members as long as there are at least three (3) Commissioners on the committee, one of which shall be the committee chair.

### **Article 6-A. Commission Budget and Expenditures.**

(a) Allocation from City of Rome: Subject to the provisions of the Charter Laws of the City of Rome, Title A, Article VII, §§86-93, the annual budget of the City of Rome, as prepared by the Mayor and approved by the City of Rome Board of Estimate & Contract and the Common Council, may contain a separate fund entitled “Rome Commission of the Arts Fund”, wherein such appropriations as are necessary for the Commission to exercise its responsibilities and duties hereunder shall be deposited.

(b) Donations: Any donations made to or grants received by the Commission and any revenue from programs undertaken by the Commission shall be deposited in the Rome Commission of the Arts Fund as per the City’s normal course of procedures. Any amounts so deposited may only be expended for activities of the Commission.

(c) Expenditures: The Commission may, pursuant to these by-laws and rules of procedure, recommend allocation of such portion of the funds deposited in the Rome Commission of the Arts Fund to such not-for-profit entities that it deems further its objectives as set forth under Rome Code, Chapter 2, Division 3 and these by-laws. Such allocations to not-for-profit entities may be designated by the Commission to be used for programming and/or operating (including capital) expenses. To allocate funds to a particular entity, the Commission shall make recommendation to the City of Rome Board of Estimate & Contract (“Board”), which said recommendation shall include: the entity to which the allocation is being made; the amount of the allocation deemed appropriate by the Commission; and the program(s) to be undertaken by the entity. Upon the Board approving the expenditure to the applicable not-for-profit entity, the entity must enter an agreement with the City of Rome setting forth, at a minimum: the description of programs to be undertaken by the entity; the amount of funds received; and the City’s and Commission’s rights in the event the entity fails to perform as required under the agreement.

i. Yearly Budget: No later than November 30<sup>th</sup> of each year, the Commission shall adopt an annual budget for the immediately subsequent fiscal year, which said budget shall identify, at a minimum, operating revenues and expenses, proposed projects and projected allocations to not-for-profit entities. The Commission shall periodically review the annual budget and may, consistent with its procedures for formal action, amend the annual budget--including allocations and expenditures--as it deems fit.

ii. Application Required: Prior to making any allocation of funds to such not-for-profit entity seeking to establish or promote arts, cultural or historic affairs within the City of Rome, the Commission must receive an application from the interested entity, in such form as approved by the Commission and which shall set forth, at a minimum: the amount of money requested by the agency; a detailed description of the operating expenses and/or arts/cultural programs to be undertaken with the money; and the schedule for implementation of the program and/or service. The Commission may not allocate any money to an agency which is not designated as a not-for-profit organization and which does not submit a complete application and such supporting documentation as required by the Commission.

(d) Unless the duty is specifically designated to the Commission's Treasurer, the City of Rome Treasurer shall have the duty to account for deposits made to and expenditures made from the Rome Commission of the Arts Fund, so as to ensure the Commission is able to meet undertake and conduct business. To fulfill this responsibility, the Treasurer of the Commission may from time-to-time or as needed consult with the City of Rome Treasurer with regard to the Commission's funds.

## **Article 7.      Reporting.**

The Commission shall make and file an annual report of its activities to the City of Rome Common Council and the Mayor of the City of Rome no later than December 31<sup>st</sup> of each year. Said report shall, at a minimum, set forth the Commission's activities including, but not limited to: entities which received funding and the amount of said funding; and programs undertaken, sponsored or supported. The Commission shall file such additional reports as may be requested by the Mayor or his designee, or such additional reports as the Commission deems may be necessary. All reports made and filed by the Commission shall be considered public documents open to inspection by the general public and shall be subject to the New York State Freedom of Information Law.

## **Article 8.      Meetings of the Commission.**

### **a.      Public Meetings**

All meetings and business of the Commission shall be open to the public and the Commission shall ensure that public notice of each meeting is given in accordance with the New York State Open Meetings Law and any amendment(s) thereto. The City of

Rome Clerk's Office shall ensure that public notice is given in the official newspaper for the City of Rome in accordance with the Open Meetings Law.

b. Regular Meetings

Regular meetings of the commission shall be held monthly (unless waived by the majority of the Commission) at such place within the City of Rome as shall be determined by the Commission Chair and the Commission. The Commission's regular meeting shall be at 5:00 p.m. on the 1<sup>st</sup> Tuesday of the month, each month.

c. Special Meetings

Upon the call of the Chair, or any four Board Members or a vote by the Commission, other meetings of the full Commission may be held at any time upon notice by letter, telegram, telephone, facsimile, e-mail or in person, sent at least forty-eight (48) hours before such a meeting to each Board Member. Public notices for such special meeting shall be in compliance with the New York State Open Meetings Law.

d. Quorum

A simple majority of the total number of Commissioners appointed shall constitute a quorum for the transaction of business at Commission meetings.

e. Formal Action

All formal action shall be decided by a simple majority vote of the Commissioners present, provided that a quorum exists, at a regular or special meeting. Every act done or decision made by a simple majority of all Commissioner appointed to the Commission at a meeting duly held at which a quorum is present shall be regarded as the act of the Commission.

f. Informal Action

If necessary, any action which may be taken at any meeting of the Commission may be taken without a meeting if recorded telephone or written consents and dissents of all Commissioners are filed with the records of the meetings of the Commission. Such recorded or written response shall be treated for all purposes as a Commission vote.

g. Agenda

The agenda for all meetings of the Commission shall be prepared by the Chair, or his or her designee. Additional agenda items may be proposed by any Commissioner. Copies of the agenda shall be sent to Board Members no later than 48 hours prior to the date of the meeting.

h. Conduct of the Meeting



- i. All meetings shall be open to the public, but participation in discussions by members of the public shall be at the discretion of the Chair of the meeting together with a simple majority vote of the Commission. The agenda shall be followed to the extent possible, but other matters may be considered with a simple majority vote of the Commission.
- ii. Conduct of Meetings:
  - a. The Commission shall conduct its business for regularly scheduled monthly meetings in the following order: Call to Order, Minutes Approved, Old Business, New Business, Staff Reports, Adjournment.
  - b. Except as provided by these rules and regulations, Roberts Rules of Order will govern the conduct of all Commission meetings.
  - c. Public Input – The Arts Commission will receive public input at any meeting. If the Commission requests public input on a specific issue, the sequence of presentation shall be: staff summary of pertinent information, public comment, Commission comments and questions, Commission deliberation and recommendation.
- iii. The recording of minutes of all Commission meetings may be delegated to a staff person by the recording secretary. All minutes will be made part of a permanent record and forwarded to the City Clerk's office.
- iv. Public Appearances and Requests

Any person or organization shall be entitled to request to appear before the Commission. Such request shall be made in writing and shall be delivered to the Commission office at least seven (7) days before the day of the regular meeting of the Commission with a copy mailed to the Chair. The written communication shall include all relevant facts concerning the personal appearance or request. Scheduling of the appearance or the request shall be at the discretion of the Chair and the Executive Director.
- v. Records

Minutes and records of the business conducted at all meetings of

the Commission shall be kept and shall be open for public inspection. The Minutes and records of each meeting shall be subject to approval by the Commission and shall be signed by the Chairperson and the Secretary of the Commission. The Minutes shall be forwarded to each Commissioner prior to the next subsequent meeting for approval and action at such subsequent meeting.

**Article 9.      Conflict of Interest.**

No Commissioner shall undertake any official action, either voting or otherwise, when that Commissioner has an interest in or stands to gain from the action being taken, such that conflict of interest is created or has the potential to be created. For purposes of this section, Commissioners shall be deemed “officers” of the City of Rome and the Commission shall be subject to the provisions of New York State General Municipal Law, Article 18 and any amendment(s) or successor law thereto.

**Article 10.    Amendments to By-Laws.**

These by-laws may be amended, added to, or repealed by a super majority of the full Commission.

However no amendment(s) may be adopted that will alter any duty, obligation or responsibility imposed on the Commission by the City of Rome Common Council.

**Article 11.    Nondiscrimination.**

The Commission shall not discriminate against any person or applicant in any manner, including, but not limited to, on the basis of: ethnic origin, religion, sex, race, etc.